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LISTING STATEMENT No. 2037

LISTED NOVEMBER 19th, 1959

575,000 common shares without par value of which 75,000 are listed subject to issuance
Ticker abbreviation "SWC"
Dial ticker number 494
Post section 2.6
Industrial commissions shall apply

TORONTO STOCK EXCHANGE

LISTING STATEMENT

DEC 1 1959

STANDARD WIRE AND CABLE LIMITED

A Company incorporated under the laws of the Province of Ontario
by letters patent dated the 22nd day of October, 1954

COMMON SHARES WITHOUT PAR VALUE (Transferable in Toronto)

CAPITAL SECURITIES AS AT NOVEMBER 13, 1959

CAPITAL STOCK:

	AUTHORIZED	OUTSTANDING	TO BE LISTED
5% Cumulative redeemable non-voting preference shares par value \$10 each.....	79,061	47,115	nil
Common shares without par value.....	1,000,000	500,000	575,000(1)

FUNDED DEBT(2):

6½% Mortgage payable \$2,000 principal monthly to November 23, 1964.....	150,000	122,000	nil
6¾% Five year land Mortgage payable in equal quarterly instalments November, 1961 to November 1966.....	67,937.50	67,937.50	nil

NOTES(1) 75,000 common shares have been reserved for issue upon the exercise of stock options granted to two Directors of the Company.*

(2) The Company proposes to create, issue and sell to its bankers \$375,000 principal amount of 6% General Mortgage Bonds to mature \$25,000 principal amount in 1961 and \$50,000 principal amount in each of the years 1962-1968 inclusive.

(*The option on 50,000 common shares at \$5.00 per share granted to H. W. Knight, Jr., a director of the company, exercisable on or before September 1, 1961, was assigned to Dobieco Limited on November 18th, 1959.)

November 13th, 1959.

APPLICATION

1. Standard Wire and Cable Limited (hereinafter called the "Company") hereby makes application for listing on The Toronto Stock Exchange of 575,000 common shares without par value in the capital stock of the Company of which 500,000 are issued and outstanding as fully paid and non-assessable and 75,000 have been reserved for issue upon the exercise of stock options granted to two Directors of the Company. (See notes above.)

REFERENCE TO PROSPECTUS

2. Reference is made to the attached Prospectus dated September 27, 1959 relating to an aggregate of 250,000 common shares without par value in the capital stock of the Company, which is incorporated in and made a part hereof.

NATURE OF BUSINESS AND NUMBER OF EMPLOYEES

3. The Company has been engaged since its incorporation in 1954 in the manufacture of electrical wire and cables, which it markets primarily to public utilities, electrical distributors and industry. The Company has approximately 120 employees.

INCORPORATION AND CAPITAL CHANGES

4. The Company was incorporated as a private company under the laws of the Province of Ontario by letters patent dated October 22, 1954 under the name Trudex Manufacturing Limited with an authorized capital divided into 9,000 preference shares with a par value of \$10 each and 10,000 common shares without par value. By supplementary letters patent dated August 23, 1955 the said 9,000 preference shares were redesignated 9,000 Class B preference shares with a par value of \$10 each and the authorized capital of the Company was increased by the creation of 4,000 Class A non-voting preference shares with a par value of \$10 each. By supplementary letters patent dated February 29, 1956 the name of the Company was changed to its present name. By supplementary letters patent dated May 3, 1957 the authorized capital of the Company was increased by the creation of 77,000 Class A non-voting preference shares ranking on a parity with the said existing 4,000 Class A non-voting preference shares. During the month of September, 1959 the authorized and issued capital of the Company were decreased by the purchase for cancellation of 1,939 of its issued Class A non-voting preference shares. By supplementary letters patent dated September 21, 1959 the Company was converted to a public company and its authorized capital made to consist of 79,061 5% cumulative redeemable non-voting preference shares with a par value of \$10 each, of which 47,115 are issued and outstanding as fully paid up, and 1,000,000 common shares without par value, of which 500,000 are issued and outstanding as fully paid up.

NO PERSONAL LIABILITY-OPINION OF COUNSEL

5. In the opinion of Messrs. Daly, Harvey & Cooper, Counsel for the Company, the Company is a valid and subsisting corporation under the laws of the Province of Ontario and all of the issued and outstanding shares of each class in the capital stock of the Company are fully paid and non-assessable and no personal liability attaches to the ownership thereof.

STOCK PROVISIONS AND VOTING POWERS

6. Reference is made to paragraph (h) of the Prospectus filed herewith.

DIVIDEND RECORD

7. The Company has not paid any dividends on the shares of any class of its capital stock. Liability for cumulative dividends accrued on its 5% cumulative redeemable non-voting preference shares (previously designated Class A non-voting preference shares) as at May 31, 1959 has been waived and cancelled.

RECORD OF PROPERTIES

8. The Company has recently acquired 13.835 acres of land in the Township of Etobicoke, of which 6.835 acres are subject to a mortgage for \$67,937.50, the terms of which are set out more fully in paragraph (u) and (v) of the Prospectus filed herewith. The Company has entered into an agreement for the resale of the remaining 7 acres for \$105,000 to a purchaser for the erection thereon of a factory and office building by the purchaser from the Company and the lease of such land and building to the Company by the purchaser. The Company also has a leasehold interest in the lands and premises at 70 Wingold Avenue, Toronto on which are located its present factory and office building.

SUBSIDIARY COMPANIES

9. The Company has no subsidiaries or controlled companies.

OPTIONS, UNDERWRITINGS, ETC.

10. Reference is made to paragraph (k) of the Prospectus filed herewith. The option referred to in paragraph (k) (i) has been exercised.*

(*The option on 50,000 common shares at \$5.00 per share granted to H. W. Knight, Jr., a director of the company, exercisable on or before September 1, 1961, was assigned to Dobieco Limited on November 18th, 1959.)

LISTING ON OTHER STOCK EXCHANGES

11. None of the securities of the Company is listed on any other stock exchange.

STATUS UNDER SECURITIES ACTS

12. The Company filed with the Ontario Securities Commission a Prospectus dated September 27, 1959 relating to an aggregate of 250,000 common shares without par value in its capital stock. By letter dated October 6, 1959 receipt thereof was acknowledged by the Ontario Securities Commission.

FISCAL YEAR

13. The fiscal year of the Company ends on the 31st day of May.

ANNUAL MEETING

14. The by-laws of the Company provide that the annual meeting of the shareholders shall be held at such place within Ontario at such time and on such day in each year as the Board or the President or a Vice-President who is a Director may from time to time determine. No annual meeting has yet been held.

HEAD OFFICE OF THE COMPANY

15. The Head Office of the Company is 70 Wingold Avenue, Toronto, Ontario. The Company has no other offices.

TRANSFER AGENT AND REGISTRAR

16. Guaranty Trust Company of Canada at Toronto is the Transfer Agent and Registrar in respect of the common shares. The Company has no Transfer Agent or Registrar in respect of the preference shares in its capital stock which are transferable at the Head Office of the Company, 70 Wingold Avenue, Toronto, Ontario.

TRANSFER FEE

17. No fee is charged on stock transfers other than customary stock transfer taxes.

250,000 Common Shares

without par value

Standard Wire and Cable Limited

(Incorporated under the laws of the Province of Ontario)

Transfer Agent and Registrar:
Guaranty Trust Company of Canada, Toronto, Canada

PRICE: \$2.50 per share

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

It is expected that definitive share certificates will be available for delivery on or about October 30, 1959.

PROSPECTUS
filed with the
ONTARIO SECURITIES COMMISSION
pursuant to
THE SECURITIES ACT OF ONTARIO
relating to an aggregate of 250,000 common
shares without par value in the
capital stock of

STANDARD WIRE AND CABLE LIMITED

(a) The full name of the Company is Standard Wire and Cable Limited. The address of its head office is 70 Wingold Avenue, Toronto, Ontario.

(b) The Company was incorporated under the laws of the Province of Ontario by letters patent dated October 22, 1954 as Trudex Manufacturing Limited. This name was changed to the present corporate name by supplementary letters patent dated February 29, 1956. Supplementary letters patent dated respectively August 23, 1955, May 3, 1957 and September 21, 1959 have also been or are being issued to the Company. The supplementary letters patent being issued under date of September 21, 1959 change the share capital of the Company by redesignating its unissued and issued Class A non-voting preference shares with a par value of \$10 each as 5% cumulative redeemable non-voting preference shares with a par value of \$10 each, by redividing, reclassifying and changing its unissued Class B preference shares with a par value of \$10 each into common shares without par value, by subdividing its 1,000 issued common shares without par value into 250,000 issued common shares without par value, and by increasing the authorized common shares to 1,000,000 common shares without par value.

(c) The general nature of the business actually transacted by the Company is the manufacture and marketing of electrical wires and cables.

(d) The names in full, present occupations and home addresses of the officers and directors of the Company are as follows:

Officers

EDMUND SAMSON ROSE.....	President.....	48 Arjay Crescent, Willowdale, Ontario.
GEORGE VERNON TAYLOR.....	Vice-President.....	90 Glenaden Avenue E., Toronto, Ontario.
GEORGE WILLIAM VOGAN.....	Vice-President.....	38 Todd Road, Agincourt, Ontario.
DONALD ALEXANDER CAMPBELL.....	Secretary-Treasurer.....	707 Eglinton Avenue W., Toronto, Ontario.

Directors

DONALD ALEXANDER CAMPBELL.....	Professional Engineer.....	707 Eglinton Avenue W., Toronto, Ontario.
HARRY WALLACE KNIGHT.....	Stockbroker.....	561 Avenue Road, Toronto, Ontario.
HARRY WILLIAM KNIGHT.....	Stockbroker.....	228 Balmoral Avenue, Toronto, Ontario.
EDMUND SAMSON ROSE.....	Executive.....	48 Arjay Crescent, Willowdale, Ontario.

(e) The auditors of the Company are Messrs. Jordan and Jordan, Hahn, Warner and Company, 25 Adelaide Street West, Toronto, Ontario.

(f) Guaranty Trust Company of Canada, 366 Bay Street, Toronto, Ontario, is the Registrar and Transfer Agent for the common shares in the capital stock of the Company. The Company has no Registrar or Transfer Agent in respect of the 5% cumulative redeemable non-voting preference shares in its capital stock which are transferable at the head office of the Company, 70 Wingold Avenue, Toronto, Ontario.

(g) The authorized share capital of the Company consists of 79,061 5% cumulative redeemable non-voting preference shares with a par value of \$10 each, of which 47,115 shares are issued and outstanding as fully paid up, and 1,000,000 common shares without par value, of which 250,000 shares, resulting from the subdivision by supplementary letters patent dated September 21, 1959 referred to in paragraph (b) hereof of 1,000 issued common shares, are issued and outstanding as fully paid up.

(h) The respective voting rights, preferences, conversion and exchange rights, rights to dividends, profits or capital of each class of shares, including redemption rights and rights on liquidation or distribution of capital assets, are as follows:

(1) The holders of the preference shares shall be entitled to receive, as and when declared by the directors, out of the moneys of the Company properly applicable to the payment of dividends, cumulative dividends at the rate of five per cent (5%) per annum payable yearly on the amount from time to time paid up on the preference shares from the date such respective shares are allotted, in preference and in priority to dividends on the common shares;

- (2) In the event of the liquidation, dissolution or winding up of the Company or other distribution of its assets among the shareholders by way of repayment of capital, the holders of the preference shares shall be entitled to receive the amount paid up thereon, plus a premium of ten per cent (10%) of the amount paid up thereon and all unpaid cumulative dividends, whether or not earned or declared, which shall have accrued thereon and which, for such purpose, shall be treated as accruing up to the date of such distribution, in priority to any distribution to the holders of the common shares;
- (3) The Company may at any time and from time to time, by resolution of the board of directors, redeem all or any number of the preference shares at the amount paid up thereon, plus a premium of ten per cent (10%) of the amount paid up thereon and all unpaid cumulative dividends, whether or not earned or declared, which shall have accrued thereon and which, for such purpose, shall be treated as accruing up to the date of such redemption;
- (4) The Company may at any time and from time to time purchase for cancellation the whole or any number of the preference shares outstanding from time to time at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the amount paid up thereon plus a premium of ten per cent (10%) of the amount paid up thereon and all unpaid cumulative dividends which shall have accrued thereon and which, for such purpose, shall be treated as accruing up to the date of such purchase;
- (5) The holders of the preference shares shall not be entitled to vote at any meetings of the shareholders of the Company but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Company or the sale of its undertaking or a substantial part thereof; holders of common shares shall be entitled to one (1) vote for each common share held by them at all meetings of the shareholders of the Company;
- (6) Save as above set forth, the holders of the preference shares shall not be entitled to any further participation in the profits or assets of the Company; and
- (7) The authorization required by subsection (4) of Section 33 of The Corporations Act, 1953 as now enacted or as the same may from time to time be amended or re-enacted, may be given by at least two-thirds of the votes cast at a meeting of the holders of preference shares duly called for that purpose; the formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Company with respect to meetings of shareholders; on every poll taken at every such meeting every holder of preference shares shall be entitled to one (1) vote in respect of each preference share held.

(i) The Company has outstanding a mortgage, made as of July 23, 1958 to an institutional mortgagee, in the principal amount of \$124,000 as at September 23, 1959, payable in equal monthly instalments of \$2,000 each on the 23rd day of each month in each year to and including October 23, 1964 and as to the balance on November 23, 1964, with interest at the rate of 6½% per annum on the amount of principal from time to time outstanding, secured by an assignment of the Company's leasehold interest in lands and premises known as 70 Wingold Avenue, Toronto, by a chattel mortgage of the Company's machinery, tools, equipment and vehicles and by a debenture constituting a first floating charge on the Company's undertaking and goodwill and all its property and assets excluding the specifically mortgaged property and assets.

The Company proposes to create, issue and sell to its bankers \$375,000 principal amount of General Mortgage Bonds, to bear interest at the rate of 6% per annum and to mature to the extent of \$25,000 principal amount in 1961 and to the extent of \$50,000 principal amount in each of the years 1962 to 1968 inclusive, pursuant to a commitment evidenced by letter dated September 22, 1959 from such bankers to the Company to buy such Bonds in instalments over the period from January 15, 1960 to May 15, 1960 upon and subject to certain conditions, including conditions to the effect that \$400,000 of new capital be invested in the Company by October 31, 1959 and deposited to the current account of the Company with such bankers by that date. The said General Mortgage Bonds are to be issued under and secured by a Trust Deed which is to provide for fixed and floating charges on the assets and undertaking of the Company subject to the said outstanding security in favour of the above mentioned institutional mortgagee.

The said outstanding assignment of leasehold interest, chattel mortgage and floating charge debenture to such mortgagee and the outstanding 5% cumulative redeemable non-voting preference shares in the capital stock of the Company, referred to in paragraph (g) of this prospectus, rank, and the said General Mortgage Bonds proposed to be issued will rank, ahead of the common shares hereby offered. The outstanding common shares in the capital stock of the Company referred to in said paragraph (g) rank pari passu with the common shares hereby offered.

(j) No substantial indebtedness is to be created or assumed which is not shown in the pro forma consolidated balance sheet of the Company as at May 31, 1959 which forms part of this prospectus, except the indebtedness under the contract for the purchase of land referred to in paragraph (u) and (v) hereof.

(k) No securities of the Company are covered by options outstanding or proposed to be given by the Company except:

- (i) 70,000 common shares without par value in the capital stock of the Company in respect of which an option to purchase all or part thereof at a price of \$2.25 per share exercisable on or before October 31, 1959 has been granted to Dobieco Limited. The names of all persons having more than a 5% interest in Dobieco Limited are: Harry Wallace Knight, Harry William Knight and George William Gooderham;
- (ii) 25,000 common shares without par value in the capital stock of the Company in respect of which an option to purchase all or part thereof at a price of \$2.50 per share, exercisable on or before September 1, 1969, has been granted to E. S. Rose, the President of the Company; and
- (iii) 50,000 common shares without par value in the capital stock of the Company, in respect of which an option to purchase all or part thereof at a price of \$5.00 per share, exercisable on or before September 1, 1961, has been granted to H. W. Knight, Jr., a director of the Company.

(l) The securities offered by this prospectus are 180,000 common shares without par value in the capital stock of the Company and, subject to the exercise by Dobieco Limited of its option referred to in paragraph (k) (i) hereof, an additional 70,000 such common shares. The issue price by the Company is \$2.25 per share payable in full in cash against delivery of certificates representing such shares and the sale price to the public

is \$2.50 per share. No securities of the Company have been offered for subscription within the two years preceding the date hereof.

(m) The estimated net proceeds to be derived from the 180,000 common shares offered on the basis of such securities being fully taken up and paid for are \$405,000 less legal, auditing, printing and miscellaneous expenses in connection with the issue thereof.

(n) The proceeds from the sale of the shares hereby offered will be used to discharge the indebtedness of the Company to its bankers which, at the close of business September 22, 1959, amounted to \$322,432.50, and to retire a loan in the principal amount of \$75,000 from a shareholder, and as to any balance for the general corporate purposes of the Company, which will include payment of the purchase price of the land in the Township of Etobicoke referred to in paragraph (u) and (v) hereof. No provision is made for the holding in trust of the proceeds of the issue of the shares hereby offered pending or subject to the fulfilment of any conditions.

(o) Except to the extent that the proceeds from the sale of the shares offered by this prospectus are to be used to discharge the indebtedness of the Company to its bankers, as indicated in paragraph (n) hereof, and to the extent that the general funds of the Company may be applied in payment of part of the purchase price of the land in the Township of Etobicoke referred to in paragraph (u) and (v) hereof, no minimum amount in the opinion of the directors must be raised by the issue of the shares offered by this prospectus for:

- (i) the purchase price of any property purchased or to be purchased;
- (ii) any preliminary expenses payable by the Company;
- (iii) any commission payable by the Company to any person in consideration of his agreeing to subscribe for or procuring or agreeing to procure subscriptions for any shares in the Company;
- (iv) the repayment of any moneys borrowed by the Company in respect of the foregoing matters; or
- (v) the repayment of bank loans.

(p) By letter agreement dated September 23, 1959, between the Company and Dobieco Limited, the Company agreed to sell and Dobieco Limited agreed to buy the 180,000 common shares hereby offered at a price of \$2.25 per share, upon and subject to the terms and conditions contained in said agreement, including the condition that the option referred to in paragraph (k) (i) of this prospectus be granted to Dobieco Limited.

(q) The by-laws of the Company contain the following provision as to the remuneration of the directors:

"22. REMUNERATION OF DIRECTORS. The directors shall be paid such remuneration, if any, as the board may from time to time determine. Any remuneration so payable to a director who is also an officer or employee of the Company shall be in addition to his salary as such officer or employee. In addition the board may by resolution from time to time award special remuneration out of the funds of the Company to any director who performs any special work or service for, or undertakes any special mission on behalf of, the Company outside the work or services ordinarily required of a director of the Company. The directors shall also be paid such sums in respect of their out-of-pocket expenses incurred in attending board, committee or shareholders' meetings or otherwise in respect of the performance by them of their duties as the board may from time to time determine. No confirmation by the shareholders of any such remuneration or payment shall be required."

(r) The aggregate remuneration paid by the Company during its last fiscal year to directors of the Company as such was nil and to officers of the Company as such who individually received remuneration in excess of \$10,000 per annum was \$54,000. The aggregate remuneration estimated to be paid or payable during the current fiscal year to directors of the Company as such is nil and to officers of the Company as such who individually may be entitled to receive remuneration in excess of \$10,000 per annum is \$58,000.

(s) No amount has been paid within the two years preceding the date hereof or is payable as a commission by the Company for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or obligations of the Company.

(t) The Company has been carrying on business for more than one year.

(u) and (v) No property has been purchased or acquired by the Company or is proposed to be purchased or acquired, the purchase price of which is to be defrayed in whole or in part out of the proceeds of the shares offered by this prospectus or has been paid within the last two years preceding the date hereof or is to be paid in whole or in part in securities of the Company or the purchase or acquisition of which has not been completed at the date of this prospectus, other than transactions entered into in the ordinary course of operations or on the general credit of the Company, except 13.835 acres of land in the Township of Etobicoke which the Company has agreed to purchase for a price of \$172,937.50, subject to adjustments, payable as to \$105,000 in cash on closing and as to \$67,937.50 to be secured by a mortgage on 6.835 acres of the said land for a term of five years, bearing interest at 6 $\frac{3}{4}$ % per annum, payable in equal quarterly instalments commencing in November, 1961. The nature of the title or interest in the said land to be acquired by the Company is an absolute title or interest, subject to the said mortgage. The name and address of the vendor of the said land are George Samuel McCord, 10 Benvenuto Place, Toronto, Ontario.

(w) Within the two years preceding the date of this prospectus, no securities have been issued or agreed to be issued as fully or partly paid up otherwise than in cash.

(x) Obligations are not being offered.

(y) No services rendered or to be rendered to the Company are to be paid for by the Company, wholly or partly, out of the proceeds of the shares offered by this prospectus except incidentally to the extent that the general funds of the Company may be applied from time to time in payment of services rendered to the Company and except as indicated in paragraph (m) hereof. No services have been within the last two years preceding the date of this prospectus or are to be paid for by securities of the Company.

(z) No amount has been paid within the two years preceding the date of this prospectus or is intended to be paid to any promoter.

(za) The Company has not entered into any material contracts within the two years preceding the date of this prospectus other than contracts entered into in the ordinary course of business carried on by the Company except the following:

- (i) An Agreement dated September 21, 1959 between the Company and Guaranty Trust Company of Canada providing for the appointment of Guaranty Trust Company of Canada as Registrar and Transfer Agent for the common shares in the capital stock of the Company;
- (ii) The assignment of lease, chattel mortgage and debenture to or in favour of the institutional mortgagee referred to in paragraph (i) hereof;
- (iii) The arrangement evidenced by the letter dated September 22, 1959 from the Company's bankers referred to in paragraph (i) hereof;
- (iv) The options referred to in paragraph (k) hereof;
- (v) The Agreement between the Company and Dobieco Limited referred to in paragraph (p) hereof;
- (vi) The Agreement dated June 8, 1959 with George Samuel McCord referred to in paragraph (u) and (v) hereof;
- (vii) An Agreement dated September 1, 1959 between the Company and E. S. Rose providing for the employment of Mr. Rose as chief executive officer of the Company for a period of nine years at a specified minimum salary for the first five years and at an increased minimum salary for the succeeding four years. The agreement is terminable by the Company in the event that Mr. Rose becomes unfit or unable to discharge his duties for a period of twelve consecutive months on payment of a severance benefit equivalent to one year's salary.

The Company is negotiating an agreement for the resale of 7 acres of the land being purchased by the Company pursuant to the agreement referred to in paragraph (u) and (v) hereof, for the erection thereon of a factory and office building by the purchaser from the Company and for the lease of such land and building to the Company by such purchaser.

Copies of the contracts referred to in subdivisions (i) to (vii) inclusive, of this paragraph (za), and of the said agreement under negotiation, if and when made, may be inspected during business hours at the head office of the Company, 70 Wingold Avenue, Toronto, Ontario, during the period of primary distribution of the shares offered by this prospectus.

(zb) The Company has not acquired within the two years preceding the date of this prospectus and does not propose to acquire any properties in which any director of the Company had or has any interest.

(zc) The Company has been carrying on business for more than three years.

(zd) Harry Wallace Knight and Harry William Knight, directors of the Company, and Dobieco Limited, of which they are also directors and shareholders, by reason of beneficial ownership of shares in the capital stock of the Company and the agreement and option referred to in paragraph (p) hereof, are or may be in a position to or are or may be entitled to elect or cause to be elected a majority of the directors of the Company.

(ze) No securities of the Company are held in escrow.

(zf) No dividends have been paid since the incorporation of the Company.

(zg) There are no other material facts not disclosed in the foregoing. Reference is made to an action instituted in the Supreme Court of Ontario against the Company, as defendant, by Meyer Jacobson, as plaintiff, claiming \$12,000 for an alleged breach of contract by the Company to purchase a transformer. The liability has been denied by the Company and the action is awaiting trial.

(zh) The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by section 39 of The Securities Act (Ontario), and there is no further material information applicable other than in the financial statements or reports where required.

September 27, 1959.

Directors

(Signed) EDMUND S. ROSE

(Signed) D. A. CAMPBELL

(Signed) H. W. KNIGHT

(Signed) HARRY WILLIAM KNIGHT

by his Agent

H. W. KNIGHT

(zi) To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by section 39 of The Securities Act (Ontario), and there is no further material information applicable other than in the financial statements or reports where required. In respect of matters which are not within our knowledge we have relied upon the accuracy and adequacy of the foregoing.

DOBIECO LIMITED

By: (Signed) G. W. GOODERHAM

The following are the names of every person having an interest, either directly or indirectly, to the extent of not less than 5% in the capital of Dobieco Limited: Harry Wallace Knight, Harry William Knight and George William Gooderham.

STANDARD WIRE AND CABLE LIMITED

Toronto, Ontario

BALANCE SHEET and PRO FORMA BALANCE SHEET as at May 31, 1959

The Pro Forma Balance Sheet gives effect as of May 31, 1959, to the following events and transactions:

- (a) The issue to the Company of Supplementary Letters Patent dated September 21, 1959, changing the authorized and issued capital of the Company by redesignating the Class A non-voting preference shares as 5% cumulative redeemable non-voting preference shares, subdividing and reclassifying the unissued Class B preference shares into and as common shares, subdividing the 1,000 issued common shares into 250,000 issued common shares and increasing the authorized common shares to 1,000,000 shares.
- (b) The purchase for cancellation of 1,939 unpaid Class A non-voting preference shares for \$1.00.
- (c) The issue and sale of 180,000 common shares for an aggregate cash consideration of \$405,000.00.
- (d) The sale of an issue of 6% General Mortgage Bonds in the principal amount of \$375,000.00 payable as to \$25,000.00 principal amount in 1961 and \$50,000.00 principal amount in each of the years 1962 to 1968 inclusive, and secured by a fixed and floating charge on the assets and undertaking of the Company subject to prior mortgage security.
- (e) The repayment of a shareholder's loan in the amount of \$75,000.00.
- (f) The payment of bank loans and overdrafts.
- (g) The payment of estimated expenses in the amount of \$15,000.00 in connection with the issue of 180,000 common shares and \$375,000.00 principal amount General Mortgage Bonds.
- (h) The purchase of 13.835 acres of land for a price of \$172,937.50, subject to adjustments, payable as to \$105,000.00 in cash on closing and as to \$67,937.50 to be secured by a mortgage on 6.835 acres of the said land for a term of five years bearing interest at 6 3/4 per cent per annum payable in equal quarterly instalments commencing November, 1961.

ASSETS

	Balance Sheet	Pro Forma Balance Sheet
CURRENT ASSETS		
Cash on Hand and in Banks.....	\$ 17,303.02	\$ 104,345.33
Accounts Receivable—Trade (Less allowance for doubtful accounts of \$2,444.03).....	257,863.99	257,863.99
Accounts Receivable—Other.....	14,786.07	14,786.07
Inventory—Lower of cost or market.....	834,413.79	834,413.79
Prepaid Expenses.....	8,893.96	8,893.96
	<hr/>	<hr/>
	\$1,133,260.83	\$1,220,303.14
FIXED ASSETS (Cost)		
Land.....	\$ —	\$ 172,937.50
Machinery and Equipment.....	789,381.71	789,381.71
Trucks and Cars.....	13,175.00	13,175.00
Office Furniture and Equipment.....	19,714.17	19,714.17
Tools and Dies.....	6,340.72	6,340.72
	<hr/>	<hr/>
	\$ 828,611.60	\$ 1,001,549.10
<i>Less: Accumulated Depreciation.....</i>	72,579.52	72,579.52
	<hr/>	<hr/>
	\$ 756,032.08	\$ 928,969.58
Deferred Charges.....		
Incorporation Expenses.....	4,106.65	\$ 4,106.65
Expenses of Issue.....	1,420.00	1,420.00
	—	15,000.00
	<hr/>	<hr/>
	\$ 5,526.65	\$ 20,526.65
TOTAL ASSETS.....	<hr/>	<hr/>
	\$1,894,819.56	\$2,169,799.37

The notes and report of the auditors of the Company appearing on the following pages of this prospectus should be read as an integral part thereof.

STANDARD WIRE AND CABLE LIMITED

Toronto, Ontario

BALANCE SHEET and PRO FORMA BALANCE SHEET as at May 31, 1959

LIABILITIES AND CAPITAL

CURRENT LIABILITIES

	Balance Sheet	Pro Forma Balance Sheet
Bank Loan and Overdraft (Including Outstanding cheques of \$171,542.77)	\$ 497,957.69	—
Accounts Payable and Accrued Liabilities.....	619,698.98	\$ 619,698.98
Shareholders' Loans.....	80,524.88	5,524.88
	<u>\$1,198,181.55</u>	<u>\$ 625,223.86</u>

SECURED LIABILITIES

Equipment and Vehicles under finance.....	\$ 31,144.43	\$ 31,144.43
6½% Mortgage payable, \$2,000.00 principal monthly to November 23, 1964.....	132,000.00	132,000.00
6% General Mortgage Bonds—due \$25,000.00 1961 and \$50,000.00 1962-1968 inclusive.....	—	375,000.00
6¾% Five year land mortgage payable in equal quarterly instalments November 1961 to November, 1966.....	—	67,937.50
	<u>\$ 163,144.43</u>	<u>\$ 606,081.93</u>

SHAREHOLDERS' EQUITY

CAPITAL STOCK

Authorized

81,000 5% cumulative redeemable Class A non-voting preference shares—par value \$10.00.....	\$810,000.00
7,000 6% non-cumulative non-voting redeemable Class B preference shares—par value \$10.00.....	70,000.00
10,000 Common shares—no par value.....	—

Issued

49,054 Class A non-voting preference shares.....	\$490,540.00
Less: Due from shareholder.....	19,390.00
	<u>\$ 471,150.00</u>

1,000 common shares..... 1,000.00

PRO FORMA CAPITAL STOCK

Authorized

79,061 5% cumulative redeemable non-voting preference shares—par value \$10.00.....	\$790,610.00
1,000,000 common shares—no par value.....	—

Issued

47,115 5% cumulative redeemable non-voting preference shares.....	\$ 471,150.00
430,000 common shares.....	406,000.00

EARNED SURPLUS

61,343.58	61,343.58
<u>\$ 533,493.58</u>	<u>\$ 938,493.58</u>
<u>\$1,894,819.56</u>	<u>\$2,169,799.37</u>

CONTINGENT LIABILITY

Contested legal action arising from claim against Company \$ 12,000.00

Approved on Behalf of the Board:

(Signed) EDMUND S. ROSE, Director

(Signed) D. A. CAMPBELL, Director

The notes and report of the auditors of the Company appearing on the following pages of this prospectus should be read as an integral part thereof.

STANDARD WIRE AND CABLE LIMITED

Toronto, Ontario

NOTES TO BALANCE SHEET AND PRO FORMA BALANCE SHEET as at May 31, 1959

1. No dividends have been paid by the Company since the date of incorporation and liability for dividends accrued on Class A non-voting preference shares amounting to \$47,115.00 as at May 31, 1959, has been waived and cancelled.
2. The Company is negotiating an agreement for the resale of seven acres of the 13.835 acres of land it has agreed to purchase, for the erection thereon of a factory and office building by the purchaser from the Company and for the lease of such land and building to the Company by such purchaser.
3. An option has been granted to Dobieco Limited to purchase 70,000 common shares at \$2.25 per share on or before October 31, 1959. The Company has also granted an option to a shareholder to purchase 50,000 common shares at \$5.00 a share on or before September 1, 1961. A further option has been granted to an officer of the Company to purchase 25,000 common shares at \$2.50 per share on or before September 1, 1969.
4. The General Mortgage Bonds are to be tendered for purchase on the following basis:

January 15, 1960.....	\$100,000.00
February 15, 1960.....	100,000.00
April 1, 1960.....	100,000.00
On a date to be determined prior to May 15, 1960	75,000.00
	<hr/>
	\$375,000.00

STATEMENT OF EARNINGS

Period	Sales	Profit (Loss) From Operations Before Depreciation and Taxes on Income	Deprecia- tion	Taxes on Income	Net Profit (Loss) from Operations
November 15, 1954 (Commencement of business) to August 31, 1955.....	\$ 36,484.72	(\$20,271.37)	\$ 4,305.80	nil	(\$24,577.17)
Year Ended August 31, 1956.....	253,579.04	(20,094.46)	5,565.22	nil	(25,659.68)
Year Ended August 31, 1957.....	1,260,896.91	(20,184.58)	28,265.83	nil	(48,450.41)
Year Ended August 31, 1958.....	2,227,509.56	135,380.03	34,243.36	nil	101,136.67
Nine Months Ended May 31, 1959.....	2,063,819.18	90,355.59	3,961.42	nil	86,394.17

Note: Depreciation calculated for the nine months ended May 31, 1959 on the same basis as taken in the fiscal year ended August 31, 1958, would amount to \$39,756.89.

NOTES TO STATEMENT OF EARNINGS

1. The following amounts were available to the Company for capital cost allowance under the Federal and Provincial Income Tax Acts:

1956.....	\$ 59,342.23
1957.....	98,208.82
1958.....	92,608.34
Interim Period 1959.....	85,433.58
2. No provision for income taxes payable has been made for the year ended August 31, 1958, and for the nine months ended May 31, 1959, as the available capital cost allowances in those years together with the losses carried forward exceeded Earnings.
3. No depreciation was provided on the machinery and equipment for the interim period ended May 31, 1959.
4. In the fiscal period ended August 31, 1957, the Company charged to its deficit account the amount of \$27,500.00 representing the discount on debentures converted to Class A non-voting preference shares.

AUDITORS' REPORT

We have examined the Balance Sheet and the Pro Forma Balance Sheet of Standard Wire and Cable Limited as at May 31, 1959, and the Statement of Earnings of the Company for the nine months ended May 31, 1959. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered appropriate in the circumstances. A Certificate was obtained from Mr. E. S. Rose, President, and Mr. D. A. Campbell, Secretary-Treasurer, that the inventory was priced at the lower of cost or market and as we were not present at the inventory taking, we relied on their certificate that the quantities and prices were properly recorded.

The depreciation is based on rates as established and furnished by officials of the Company.

We have accepted the statements of the earnings of the Company for the four fiscal periods ended August 31, 1958, as reported upon by other auditors, who included Messrs. Hahn and Warner.

In our opinion, when read in conjunction with the notes appended thereto:

- (a) The accompanying balance sheet presents fairly the financial position of the Company as at May 31, 1959.
- (b) The accompanying pro forma balance sheet as at May 31, 1959, presents fairly the financial position of the Company after giving effect to the transactions on which it is based; and
- (c) The accompanying statement of earnings presents fairly the results of the operations for the four (4) fiscal periods ended August 31, 1958 and the nine (9) months ended May 31, 1959.

(Signed) JORDAN AND JORDAN, HAHN, WARNER AND COMPANY
Chartered Accountants.

Toronto, Ontario.
September 27, 1959.

AUDITORS

18. The auditors of the Company are Messrs. Jordan and Jordan, Hahn, Warner and Company, 25 Adelaide Street West, Toronto, Ontario.

19.

OFFICERS

Edmund Samson Rose	President	48 Arjay Crescent, Willowdale, Ontario.
George Vernon Taylor	Vice-President	90 Glenaden Avenue E., Toronto, Ontario.
George William Vogan	Vice-President	38 Todd Road, Agincourt, Ontario.
Donald Alexander Campbell	Secretary-Treasurer	707 Eglinton Avenue W., Toronto, Ontario.

20.

DIRECTORS

Donald Alexander Campbell	Professional Engineer	707 Eglinton Avenue W., Toronto, Ontario.
Harry Wallace Knight	Stockbroker	561 Avenue Road, Toronto, Ontario.
Harry William Knight	Stockbroker	228 Balmoral Avenue, Toronto, Ontario.
Edmund Samson Rose	Executive	48 Arjay Crescent, Willowdale, Ontario.

CERTIFICATE

Pursuant to a resolution duly passed by its Board of Directors the applicant company hereby applies for listing of the above-mentioned securities on The Toronto Stock Exchange, and the undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.



STANDARD WIRE AND CABLE LIMITED
"EDMUND S. ROSE," President
"D. A. CAMPBELL," Secretary-Treasurer

STATEMENT SHOWING NUMBER OF SHAREHOLDERS

Distribution of Common stock as of November 13th, 1959

Number		Shares
11	Holders of 1 — 100 share lots.....	1,050
21	" " 101 — 200 " "	4,100
9	" " 201 — 300 " "	2,700
6	" " 301 — 400 " "	2,400
20	" " 401 — 500 " "	10,000
32	" " 501 — 1000 " "	30,650
37	" " 1001 — up " "	449,100
136 Stockholders	Total shares.....	500,000

